

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
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JOHN H. DOYLE*
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* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

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July 23, 1991

JUL 23 1991 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed and acknowledged copies of a Total Release of Chattel Mortgage dated July 19, 1991, a secondary document as defined in the Commission's Rules for the recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to a Chattel Mortgage and Security Agreement-C dated as of May 23, 1991 between Residual Based Finance Corporation, Debtor, and Old Kent Bank-Chicago, Secured Party, which was recorded on July 2, 1991 under Recordation Number 17408.

The name and address of the party executing the enclosed document is:

Old Kent Bank - Chicago
Sears Tower
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Counterparts - C.T. Kappler

RECORDATION NO 17408-A
FILED

\$15

17408-A
1-204A012

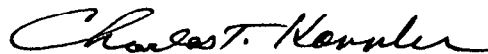
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Mr. Sidney L. Strickland, Jr.
July 23, 1991
Page Two

A short summary of the enclosed secondary document to appear
in the Commission's Index is:

Full release and termination.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Schedule 1

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>
2,250 h. p. 4 Axle, Turbo charged, diesel- electric locomotive, General Electric model B-23-7, manufactured new in 1977	14	CSXT3115-3128 (formerly SBD3115-3129 and originally LN5115-5129 (excluding LN 5123 and SBD 3123))

Interstate Commerce Commission

Washington, D.C. 20423

7/23/91

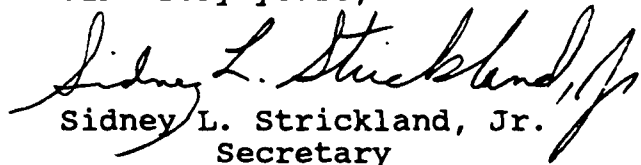
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord And Alvord
200 World Center Building
918 Sixteenth Street, N. W.
Washington, D. C. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/23/91 at 1:15PM , and assigned recordation number(s). 17408-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17408-A FILED 1425TOTAL RELEASE OF
CHattel MORTGAGE

JUL 23 1991 -1 15 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Old Kent Bank - Chicago, an Illinois banking corporation ("Bank"), hereby releases and terminates the Chattel Mortgage and Security Agreement-C dated as of May 23, 1991 between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission on the 2nd day of July, 1991 and receiving Recordation Number 17408.

Dated: July 19, 1991

OLD KENT BANK - CHICAGO

By:

Title: Assistant Vice President

State of Illinois)
) ss:
County of Cook)

On this 19 day of July, 1991, before me, personally appeared CHRISTOPHER M. O'BRYEN, to me personally known, who being by me duly sworn, says that (s)he is the Assistant Vice President of Old Kent Bank - Chicago, an Illinois banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Joanne M. Lina
Signature of Notary Public

My commission expires 2/18/95.

Subscribed and sworn to before me
this 19th day of July, 1991.

Notary Public

